

STERLING CHEMICALS INC  
Form S-8 POS  
August 09, 2011

As filed with the Securities and Exchange Commission on August 9, 2011

Registration No. 333-105794

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**Post-Effective Amendment No. 1 to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**STERLING CHEMICALS, INC.**  
(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**76-0502785**  
(I.R.S. Employer Identification No.)

200 South Wilcox Drive  
Kingsport, Tennessee 37662  
(Address of Principal Executive Offices) (Zip Code)

**Sterling Chemicals, Inc. 2002 Stock Plan**  
(Full title of the plan)

Brian L. Henry  
Assistant Secretary  
P.O. Box 511  
Kingsport, Tennessee 37662-5075  
(Name and address of agent for service)  
(423) 229-2000

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer       Accelerated filer       Non-accelerated filer  (Do not check if a smaller reporting company)      Smaller reporting company

**EXPLANATORY NOTE**

Sterling Chemicals, Inc. (the Company ) filed a Registration Statement on Form S-8 (No. 333-105794) (the Registration Statement ) with the Securities and Exchange Commission on June 3, 2003. On August 9, 2011, pursuant to that certain Agreement and Plan of Merger, dated as of June 22, 2011, by and among Eastman Chemical Company, a Delaware corporation ( Eastman ), Eastman TC, Inc., a Delaware corporation, and the Company, the Company will become a direct wholly-owned subsidiary of Eastman. As a result of the transactions contemplated thereby, the Company has terminated all offerings of the Company s securities pursuant to the Registration Statement.

This Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister, as of the effectiveness of this post-effective amendment, all unsold shares of common stock, par value \$.01 per share, the sale of which was registered under the Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kingsport, State of Tennessee, on August 9, 2011.

STERLING CHEMICALS, INC.

By: /s/ Brian L. Henry  
Name: Brian L. Henry  
Title: Assistant Secretary